

CECONOMY

INVITATION TO THE
**GENERAL MEETING
OF CECONOMY AG**

ON WEDNESDAY, 12 FEBRUARY 2020

CECONOMY AG

Düsseldorf

German Securities ID Ordinary Share	725 750
German Securities ID Preference Share	725 753
ISIN Ordinary Share	DE 000 725 750 3
ISIN Preference Share	DE 000 725 753 7

We are pleased to invite our shareholders to the Annual General Meeting of CECONOMY AG, which will be held on

Wednesday, 12 February 2020, at 10:00 a.m.
CET in the Congress Center Düsseldorf,
CCD Stadthalle, Rotterdamer Straße 141
(Rheinufer), 40474 Düsseldorf.

AGENDA

1. **Presentation of the adopted annual financial statements and the approved consolidated financial statements for the 2018/19 financial year with the combined management report for CECONOMY AG and the CECONOMY Group, the non-financial report for the CECONOMY Group and the report of the Supervisory Board**

The aforementioned documents, which also contain the explanatory report on the disclosures in accordance with §§ 289a (1) and 315a (1) of the German Commercial Code, are accessible from the date on which the General Meeting is convened via the CECONOMY AG website at www.ceconomy.de/general-meeting. They will also be available at the General Meeting and will be explained by the Management Board or – in the case of the report of the Supervisory Board – by the Chairman of the Supervisory Board.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. In accordance with statutory provisions, no resolution is therefore intended with regard to Agenda Item 1.

The annual financial statements of CECONOMY AG as at 30 September 2019, prepared in accordance with the provisions of the German Commercial Code, show a balance sheet loss. Therefore, the agenda of this year's General Meeting does not include an agenda item providing for the adoption by the General Meeting of a resolution on the appropriation of balance sheet profits.

2. **Formal approval of the actions of the members of the Management Board for the 2018/19 financial year**

Management Board and Supervisory Board propose to formally approve the actions of the members of the Management Board officiating in the 2018/19 financial year for that period. It is intended to have the General Meeting vote on the formal approval of the actions of the members of the Management Board by way of individual approval.

3. **Formal approval of the actions of the members of the Supervisory Board for the 2018/19 financial year**

Management Board and Supervisory Board propose to formally approve the actions of the members of the Supervisory Board officiating in the 2018/19 financial year for that period.

4. **Election of the auditor and the Group auditor for the 2019/20 financial year and of the auditor for the review of the abbreviated financial statements and the interim management report for the first half of the 2019/20 financial year**

The Supervisory Board, upon recommendation by its Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be elected as auditor and Group auditor for the 2019/20 financial year and as auditor for the review of the abbreviated financial statements and the interim management report for the first half of the 2019/20 financial year.

In accordance with Article 16 (2) sub-para. 3 of the EU-Regulation on Statutory Audit (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014), the Audit Committee has stated that its recommendation is free from improper influence by a third party and that no restriction of the choice of a particular auditor (Article 16 (6) of the EU-Regulation on Statutory Audit) has been imposed upon it.

5. **Election for the Supervisory Board**

Mr. Peter Küpfer resigned from his office as shareholder representative on the Supervisory Board effective 30 April 2019. By resolution of 6/7 May 2019, the Düsseldorf Local Court appointed Mr. Christoph Vilanek as a shareholder representative on the Supervisory Board. The court appointment was made on the basis of § 104 German Stock Corporation Act and became effective on 10 May 2019. It is limited until the end of the annual general meeting which resolves on the formal approval of the actions of the members of the Supervisory Board for the 2018/19 financial year.

The term of office of Mr. Christoph Vilanek as member of the Supervisory Board representing the shareholders thus expires at the close of this General Meeting. Therefore, a new election is necessary. Mr. Christoph Vilanek is available for an additional term of office.

Pursuant to §§ 96 (1) and (2), 101 (1) German Stock Corporation Act, §§ 1 (1), 7 (1) sent. 1 no. 3, (2) no. 3, (3) German Co-Determination Act and § 7 (1) of the Articles of Association of CECONOMY AG, the Supervisory Board is composed of ten members elected by the General Meeting and ten members elected by the employees, and of at least 30 percent women (i.e. at least six) and at least 30 percent men (i.e. at least six). Since an objection was lodged against comprehensive fulfillment pursuant to § 96 (2) sent. 3 German Stock Corporation Act, the minimum quota has to be fulfilled separately by both the shareholders' side and the employees' side. Therefore, of the ten shareholder seats on the Supervisory Board, at least three have to be occupied by women and at least three by men.

At the time of the publication of this invitation, the Supervisory Board comprises a total of nine women, five thereof on the shareholder representatives' side. Furthermore, the Supervisory Board comprises eleven men, five thereof on the shareholder representatives' side. On the basis of separate fulfillment, the minimum quota requirement is thus fulfilled on the shareholder representatives' side and would also continue to be fulfilled after the election, in any case.

The following election proposal is based on the recommendation of the Nomination Committee of the Supervisory Board.

The Supervisory Board proposes to elect

Mr. Christoph Vilanek,
Hamburg, Germany,
Chairman of the Management Board of freenet AG,
Büdelsdorf, Germany,

as a member of the Supervisory Board.

The election is effective as of the close of this General Meeting until the close of the General Meeting adopting a resolution on the formal approval of actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

The election proposal of the Supervisory Board was submitted on the basis of the requirements of the German Corporate Governance Code and taking into account the objectives specified by the Supervisory Board with regard to its composition.

The Supervisory Board has satisfied itself with regard to the proposed candidate that he is able to devote the expected amount of time required for the office.

Mr. Christoph Vilanek has been a member of the Supervisory Board of CECONOMY AG since 10 May 2019. In his main profession, he is Chairman of the Management Board (CEO) of freenet AG, which holds an interest in CECONOMY AG as a shareholder. Group companies of freenet AG and of Media-Saturn Deutschland GmbH, a subsidiary of CECONOMY AG, have longstanding cooperation agreements for the procurement of mobile contracts to end customers. In addition in the appraisal of the Supervisory Board there are no personal or business relations which an objectively judging shareholder would consider decisive for his election decision between Mr. Christoph Vilanek, on the one hand, and CECONOMY AG, its group companies, the corporate bodies of CECONOMY AG or a shareholder holding a direct or indirect interest in CECONOMY AG with more than 10 percent of the voting shares, on the other hand.

The candidate proposed for the election, Mr. Christoph Vilanek, is a member of the supervisory boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises.

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- Ströer Management SE and Ströer SE & Co. KGaA, Cologne, Chairman of the Supervisory Board of each
- eXaring AG, Munich, (majority participation of freenet AG), Chairman of the Supervisory Board
- VNR Verlag für die Deutsche Wirtschaft AG, Bonn, Member of the Supervisory Board

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Sunrise Communications Group AG, Zürich, Switzerland, Member of the Board of Directors

The *curriculum vitae* of the proposed candidate, Mr. Christoph Vilanek, as well as an overview of his material activities in addition to the Supervisory Board mandate are stated below as well as on our Company's website at www.ceconomy.de/general-meeting.

Christoph Vilanek

Hamburg, Germany,
Chairman of the Management Board of freenet AG,
Büdelsdorf, Germany

Personal data

Date of birth: 31 January 1968
Place of birth: Innsbruck, Austria

Education

Studies in business administration at the University of Innsbruck, degree: Graduate in Business Administration

Professional career

1991 – 1995	Various functions at Time-Life International GmbH, Munich and London
1995 – 1997	Head of Electronic Publishing, Gräfe und Unzer Verlag, Munich
1997 – 1998	Marketing Director, Meister Verlag, Munich
1999 – 2000	Managing Director, boo.com GmbH, Munich and London
2000 – 2001	Managing Director, Ravensburger Interactive Media GmbH, Ravensburg
2001 – 2004	Consultant at McKinsey & Company, Munich and Zagreb
2004 – 2005	Interim Managing Director iPUBLISH GmbH, Munich
2005 – 2009	Vice President Customer Management, debitel AG, Stuttgart
Since 2009	Chairman of the Management Board of freenet AG, Büdelsdorf

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- Ströer Management SE and Ströer SE & Co. KGaA, Cologne, Chairman of the Supervisory Board of each
- eXaring AG, Munich, (majority participation of freenet AG), Chairman of the Supervisory Board
- VNR Verlag für die Deutsche Wirtschaft AG, Bonn, Member of the Supervisory Board

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Sunrise Communications Group AG, Zürich, Switzerland, Member of the Board of Directors

Overview of material activities in addition to the Supervisory Board mandate

In addition to the Supervisory Board mandate currently held by Mr. Christoph Vilanek, Mr. Christoph Vilanek also serves as Chairman of the Management Board of freenet AG, Büdelsdorf, Germany.

6. Amendment of § 16 (2) of the Articles of Association (Right to Attend)

The requirements applying to the proof to be provided for attendance at the general meeting and for the exercise of voting rights will be amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II). In the case of bearer shares of listed companies, pursuant to the amended § 123 (4) sent. 1 German Stock Corporation Act, in future the proof of the last intermediary in accordance with the newly inserted § 67c (3) German Stock Corporation Act shall suffice for attendance at the general meeting or the exercise of voting rights. Pursuant to § 16 (2) sent. 2 of the Company's Articles of Association and in accordance with the provisions of the currently applicable version of § 123 (4) sent. 1 German Stock Corporation Act, proof of share ownership from the depository institution in text form and in the German or English language is required for attendance at the General Meeting and the exercise of voting rights.

The ARUG II will enter into force on 1 January 2020. The amendments to § 123 (4) sent. 1 German Stock Corporation Act and the new § 67c German Stock Corporation Act will only apply from 3 September 2020 and for the first time to general meetings convened after 3 September 2020.

In order to avoid a possible deviation of the provisions of the Articles of Association from statutory law regarding such proof for attendance at the Company's General Meeting or the exercise of voting rights from this point in time, the amendment of the Articles of Association is to be resolved now. The Management Board is to ensure that the amendment to the Articles of Association does not take effect until 3 September 2020 by submitting a corresponding filing to the commercial register.

Therefore, Management Board and Supervisory Board propose that the following be resolved:

§ 16 (2) of the Articles of Association, which currently reads as follows:

“(2) The right to attend the General Meeting and to exercise voting rights must be verified. Therefore, a verification of share property in text form and in the German or English language from the depository institution maintaining the securities account is required. The verification of share property must relate to the beginning of the twenty-first day prior to the date of the General Meeting and must be received by the Company at the address specified in the invitation to the General Meeting at least six days prior to the General Meeting, not including the date of receipt and the date of the General Meeting. Only persons/entities which have provided verification in due form and time will be regarded as shareholders vis-à-vis the Company for attendance at the General Meeting and the exercise of voting rights.”

shall be amended as follows:

“(2) The right to attend the General Meeting or to exercise voting rights must be verified. For this purpose, a verification of share property in text form from the last intermediary pursuant to § 67c (3) German Stock Corporation Act is required. The verification of share property must relate to the beginning of the 21st day prior to the date of the General Meeting and must be received by the Company at the address specified in the invitation to the General Meeting at least six days prior to the General Meeting, not including the date of receipt and the date of the General Meeting. Only persons/entities which have provided verification will be regarded as shareholders vis-à-vis the Company for attendance at the General Meeting or the exercise of voting rights.”

The Management Board is instructed not to file the amendment to the Articles of Association for entry in the commercial register until after 3 September 2020.

FURTHER DETAILS AND INFORMATION

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of the calling of the General Meeting, the capital stock of CECONOMY AG is divided into 359,421,084 no-par value shares. Of these, 356,743,118 are ordinary shares and 2,677,966 are preference shares.

Each ordinary share grants one vote, meaning that 356,743,118 voting rights exist for the 356,743,118 ordinary shares.

Due to the cancellation of the dividend for the 2017/18 financial year, the voting rights of the preference shares have been revived and the preference shareholders are also entitled to vote.

Each preference share grants one vote, meaning that 2,677,966 voting rights exist for the 2,677,966 preference shares.

The total number of voting rights at the time of the calling of the General Meeting thus amounts to 359,421,084.

ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Due to the cancellation of the dividend for the 2017/18 financial year, preference shareholders are also entitled to vote. Shareholders (holders of ordinary and preference shares) are entitled to attend the General Meeting and to exercise their voting rights if they have registered for the General Meeting in advance.

The registration must be received by CECONOMY AG no later than **Wednesday, 5 February 2020, 24:00 CET**, in text form and in the German or English language, at

CECONOMY AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main

or by fax at: +49 (0)69 12012-86045
or by e-mail at: wp.hv@db-is.com

Furthermore, evidence must be provided of the right to attend the General Meeting and to exercise voting rights. For this purpose, a proof of share ownership issued by the depository institution maintaining the securities account is required in text form in the German or English language. The proof of share ownership has to relate to the beginning of the twenty-first day prior to the General Meeting ("Record Date") – in this case **Wednesday, 22 January 2020, 0:00 CET** – and be received by CECONOMY AG no later than **Wednesday, 5 February 2020, 24:00 CET**, at

CECONOMY AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main

or by fax at: +49 (0)69 12012-86045
or by e-mail at: wp.hv@db-is.com

In relation to the Company, only such person who has provided proof of eligibility will be regarded as a shareholder for the purposes of participation in the General Meeting and the exercising of voting rights.

The right to attend the General Meeting and the extent of the right to vote are determined based on the shareholder's share ownership on the Record Date. The Record Date does not constitute an obstacle for dispositions in respect of shares; in particular, shares may be acquired and disposed of regardless of the Record Date. Also in the event of the disposal of the shares, in whole or in part, after the Record Date, with regard to attendance and the extent of the voting rights the shareholding of the shareholder as of the Record Date is exclusively relevant, which means that disposals of shares occurring after the Record Date have no effect on the entitlement to attend and the extent of the voting rights. The same applies with regard to acquisitions of shares after the Record Date. Persons who are not holding shares as of the Record Date and who only become shareholders thereafter are not entitled to attend and to exercise voting rights in the General Meeting on 12 February 2020, unless they have been granted power of attorney in this respect or have been authorised to exercise such rights.

PROXY VOTING

Due to the cancellation of the dividend for the 2017/18 financial year, preference shareholders are also entitled to vote. Therefore, the following explanations regarding proxy voting apply to both holders of ordinary shares and holders of preference shares.

Authorisation of a third party

Shareholders may also have their voting right exercised by a proxy – e.g. a bank, a proxy advisor, a shareholder association or any other third party. Even in case of an authorisation of proxies, a timely registration of the shareholder for the General Meeting and a timely provision of the proof of share ownership of the shareholder in accordance with the provisions described above (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required. Unless a proxy for the exercise of the voting right is granted pursuant to § 135 German Stock Corporation Act, the granting of the proxy, its revocation and the evidence of such granting vis-à-vis the Company have to be in text form.

Proxy forms are available on the Company's website at www.ceconomy.de/general-meeting. In addition, proxy forms may also be requested from the following address

CECONOMY AG
Group Corporate Legal
Kaistraße 3
40221 Düsseldorf

or by fax at: +49 (0)211 5408-7005
or by e-mail at: hv2020@ceconomy.de

Notwithstanding any other method of transmission of the proof of authorisation of a proxy permitted by law, such proof may be transmitted electronically to the e-mail address of the Company, hv2020@ceconomy.de.

Where proxies for the exercise of voting rights are granted pursuant to § 135 German Stock Corporation Act (granting of proxies to banks or other intermediaries, proxy advisors, shareholder associations or professional agents), the special statutory provisions in § 135 German Stock Corporation Act apply, which require – inter alia – that the proxy declaration has to be documented verifiably by the proxy. In this respect, exceptions from the general text form requirement may therefore apply. In such cases, we therefore request shareholders to coordinate the form of the proxy with the proxy recipient.

Authorisation of the proxies nominated by the Company

Shareholders may also authorise proxies nominated by the Company to exercise their voting rights. In this case, too, a timely registration of the shareholder for the General Meeting and a timely provision of the proof of share ownership of the shareholder in accordance with the provisions described above (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required.

The proxies nominated by the Company will exercise the voting right only on the basis of express and unambiguous instructions. Therefore, the shareholders have to issue express and unambiguous instructions in respect of the items of the Agenda with regard to which they wish the voting right to be exercised. The proxies nominated by the Company are obliged to vote in accordance with the instructions given to them. In the event that individual ballots are conducted in respect of an item on the Agenda, any instruction issued in this regard will apply accordingly in respect of each individual sub-item. To the extent that no express and unambiguous instruction was given, the proxies nominated by the Company will refrain from voting with regard to the respective subject matter of the ballot. The proxies nominated by the Company do not accept any instructions to submit a request to address the General Meeting, to record objections to General Meeting resolutions or to ask questions or table motions. They are available only for the adoption of resolutions on such resolution proposals from the Management Board, the Supervisory Board or from shareholders which have been published together with this calling or subsequently pursuant to § 124 (1) or (3) German Stock Corporation Act.

Proxies and instructions to the proxies nominated by the Company must be in text form and may also be granted through the web-based proxy and instruction system. They may be granted, changed or revoked

- until **Tuesday, 11 February 2020, 12:00 CET**, at the address

CECONOMY AG
Group Corporate Legal
Kaistraße 3
40221 Düsseldorf

or

- until **Wednesday, 12 February 2020, 12:00 CET**,

by fax at: +49 (0)211 5408-7005,
by e-mail at: hv2020@ceconomy.de

or through the web-based proxy and instruction system under
www.ceconomy.de/general-meeting

In each case, receipt by the Company will be relevant.

Requests for the respective forms may also be addressed to the above address, fax number or e-mail address. The forms may also be downloaded on the Internet at
www.ceconomy.de/general-meeting.

For the access to the web-based proxy and instruction system, the entry ticket number will be required. More detailed information regarding the authorisation and the granting of instructions through the web-based proxy and instruction system are available on the Internet at www.ceconomy.de/general-meeting.

During the General Meeting, proxies and instructions to the proxies nominated by the Company may also be granted, changed or revoked at the entrance and exit control until the end of the general debate.

All other permitted modes of attendance and representation, in particular attendance in person or attendance through a proxy will, of course, not be affected by this offer to exercise voting rights through the proxies nominated by the Company. Further details on the exercise of voting rights through the proxies nominated by the Company and on the General Meeting may also be found on the website of the Company at
www.ceconomy.de/general-meeting.

RIGHTS OF SHAREHOLDERS

PURSUANT TO §§ 122 (2), 126 (1), 127, 131 (1) GERMAN STOCK CORPORATION ACT

Motions to supplement the Agenda pursuant to § 122 (2) German Stock Corporation Act

Shareholders whose shares, in the aggregate, represent 5 per cent of the capital stock or a proportionate amount of 500,000 euros – this is the equivalent of at least 195,583 no-par value shares –, may request that items be placed on the Agenda and published. Such request must be made in writing or in electronic form pursuant to § 126a German Civil Code (which means with a qualified electronic signature) to the Management Board of the Company and has to be received by the Company no later than **Sunday, 12 January 2020, 24:00 CET**. Such requests may solely be addressed to:

Vorstand der CECONOMY AG
Group Corporate Legal
Kaistraße 3
40221 Düsseldorf

or in electronic form pursuant to § 126a German Civil Code by e-mail to: hv2020@ceconomy.de.

Motions to supplement the Agenda that are addressed differently will not be considered.

Any new item for the Agenda has to be accompanied by a stating of reasons or a resolution proposal. Parties presenting the motion shall furnish evidence that they have been holders of such shares for not less than 90 days prior to the date of receipt of the request and that they will hold the shares until a decision on the motion by the Management Board. In calculating this minimum holding period, § 70 German Stock Corporation Act is to be observed.

The publication and communication of motions to supplement the Agenda are made in the same way as the calling of the meeting.

Shareholder motions pursuant to § 126 (1) German Stock Corporation Act

Shareholders of the Company may submit counter-motions against proposals of the Management Board and/or the Supervisory Board with respect to specific items on the Agenda.

Motions pursuant to § 126 German Stock Corporation Act may be addressed solely to

CECONOMY AG
Group Corporate Legal
Kaistraße 3
40221 Düsseldorf

or by fax to: +49 (0)211 5408-7005
or by e-mail to: hv2020@ceconomy.de

Counter-motions that are addressed differently will not be considered.

Shareholder motions received no later than **Tuesday, 28 January 2020, 24:00 CET**, at the above contact details and in due form, in particular accompanied by a stating of reasons, will be made accessible on the following website without undue delay

www.ceconomy.de/general-meeting

Any responses from the management will also be made accessible on the above website.

The Company may refrain from publishing a counter-motion and the reasons stated therefor if one of the exclusion requirements pursuant to § 126 (2) German Stock Corporation Act is met, e.g. if the counter-motion would result in a resolution of the General Meeting violating the law or the Articles of Association. The reasons stated for a counter-motion need not be made accessible if they exceed a total of 5,000 characters.

Shareholders are requested to provide proof of their status as shareholders already at the time of sending their counter-motions. Please note that counter-motions, even if they have been sent to the Company in advance in due time, will only be considered in the General Meeting if they are submitted verbally at the meeting. This does not affect the right of each shareholder to bring forward counter-motions regarding the different items on the Agenda during the General Meeting even without prior transmission to the Company.

Election nominations by shareholders pursuant to § 127 German Stock Corporation Act

Pursuant to § 127 German Stock Corporation Act, the Company's shareholders may submit election nominations for the election of Supervisory Board Members or auditors.

Election nominations pursuant to § 127 German Stock Corporation Act may be addressed solely to

CECONOMY AG
Group Corporate Legal
Kaistraße 3
40221 Düsseldorf

or by fax to: +49 (0)211 5408-7005
or by e-mail to: hv2020@ceconomy.de

Election nominations that are addressed differently will not be considered.

Election nominations received no later than **Tuesday, 28 January 2020, 24:00 CET**, at the above contact details and in due form will be made accessible on the following website without undue delay

www.ceconomy.de/general-meeting

Any responses from the management will also be made accessible on the above website.

The Company may refrain from publishing an election nomination if one of the exclusion requirements pursuant to § 127 sent. 1 German Stock Corporation Act in conjunction with § 126 (2) German Stock Corporation Act is met, e.g. if the election nomination would result in a resolution of the General Meeting violating the law or the Articles of Association. In addition, the Management Board is further not obliged to make an election nomination accessible, if the proposal does not contain the name, practised profession and place of residence of the proposed candidate and, in the event of a nomination of Supervisory Board members, does not contain information about their membership in other supervisory boards which are to be established pursuant to statutory law. Unlike counter-motions pursuant to § 126 German Stock Corporation Act, no reasons need to be stated for election nominations.

Shareholders are requested to provide proof of their status as shareholders already at the time of sending their election nominations. Please note that election nominations, even if they have been sent to the Company in advance in due time, will only be considered in the General Meeting if they are submitted verbally at the meeting. This does not affect the right of each shareholder to submit election nominations for the relevant items on the Agenda during the General Meeting even without prior transmission to the Company.

Right to information pursuant to § 131 (1) German Stock Corporation Act

In the General Meeting, each shareholder is entitled to request information from the Management Board regarding the Company's affairs, to the extent that such information is necessary for a proper assessment of the Agenda (cf. § 131 (1) German Stock Corporation Act). The obligation to provide information also includes the legal and business relationships of the Company with affiliated enterprises as well as the situation of CECONOMY Group and the enterprises included in the consolidated financial statements of CECONOMY AG. Requests for information in the General Meeting must be made verbally.

The Management Board may refrain from answering individual questions for the reasons set forth in § 131 (3) German Stock Corporation Act, for example if, based on prudent commercial assessment, providing the information requested would have the potential of causing material harm to the Company or an affiliate. The chairman of the General Meeting is entitled to limit appropriately

the time available to shareholders and proxies to speak and ask questions, and particularly to set a reasonable time frame for the course of the General Meeting, for individual items on the Agenda or for individual questions and speaking contributions (cf. § 17 (3) of the Articles of Association of CECONOMY AG).

Further Explanations

Additional explanations with respect to shareholder rights pursuant to §§ 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act can be found on the Company's website at www.ceconomy.de/general-meeting.

REFERENCE TO THE COMPANY'S WEBSITE

The information pursuant to § 124a German Stock Corporation Act with respect to this year's Annual General Meeting can be found on the Company's website at www.ceconomy.de/general-meeting.

VOTING RESULTS

The voting results determined by the chairman of the General Meeting will be published on the Company's website at www.ceconomy.de/general-meeting within the period required by law.

Düsseldorf, in December 2019

CECONOMY AG

THE MANAGEMENT BOARD

INFORMATION REGARDING DATA PROTECTION

CECONOMY AG, Kaistraße 3, 40221 Düsseldorf, Germany, processes as controller personal data of the shareholders (e.g. surname and first name, address, e-mail address, telephone number, number of shares, type of shares, type of share possession and number of entry ticket) as well as personal data of the proxies, if applicable. The processing of these personal data is legally mandatory for attendance at the General Meeting of CECONOMY AG. The legal basis for the processing is Art. 6 (1) sent. 1 point c) GDPR in conjunction with §§ 118 et seqq. German Stock Corporation Act. As a rule, CECONOMY AG receives the personal data of the shareholders via the registration office from the credit institution which the shareholders have commissioned with the custody of their shares (so-called custodian bank).

The service providers commissioned by CECONOMY AG for the purpose of conducting the General Meeting process the personal data of the shareholders exclusively according to the instructions of CECONOMY AG and only to the extent this is necessary for the performance of the commissioned service. All employees of CECONOMY AG and the employees of the commissioned service providers who have access to and/or process the shareholders' personal data are obliged to treat such data confidentially. In addition, personal data of shareholders or proxies attending the General Meeting can be viewed by other shareholders and proxies within the framework of the applicable statutory provisions (in particular the list of attendants, § 129 German Stock Corporation Act).

CECONOMY AG deletes the personal data of shareholders in accordance with applicable statutory regulations, in particular if the personal data is no longer necessary for the original purposes of collection or processing, the data is no longer required in connection with any administrative or court proceedings and there are no statutory retention obligations.

Subject to the applicable statutory requirements, shareholders have the right to obtain information about their processed personal data and to request the rectification or erasure of their personal data or the restriction of their processing. In addition, shareholders have the right to lodge a complaint with the supervisory authorities (North Rhine-Westphalia State Commissioner for Data Protection and Freedom of Information).

Shareholders and proxies may reach the data protection officer of CECONOMY AG at

CECONOMY AG
Data protection officer
Kaistraße 3
40221 Düsseldorf
E-mail: datenschutz@ceconomy.de

HOTLINE FOR THE ANNUAL GENERAL MEETING OF CECONOMY AG

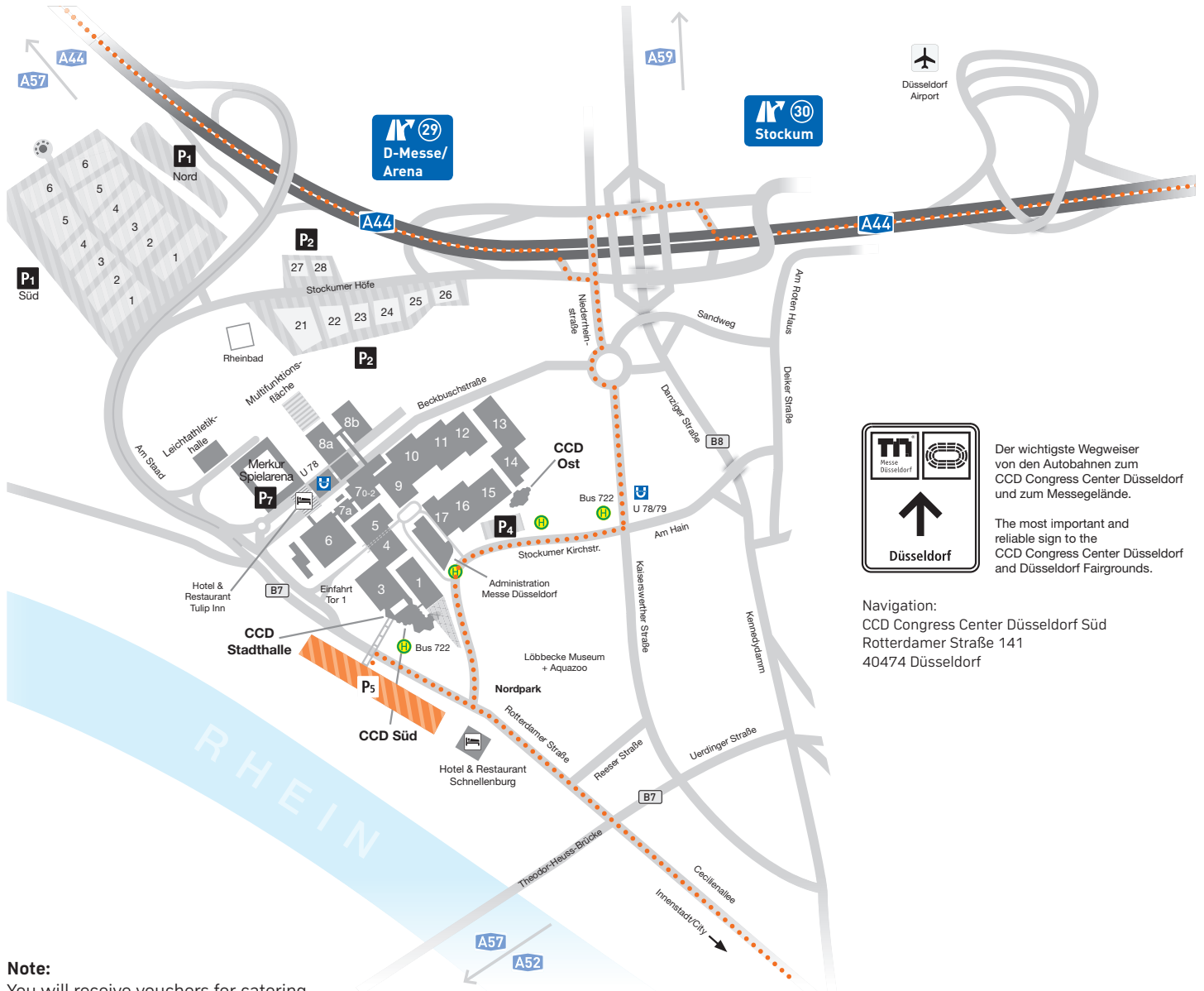
If you have any questions, please contact the Hotline for the Annual General Meeting of CECONOMY AG from Monday, 6 January 2020 onwards, at

Phone: +49 (0)800 – 0008471

on workdays from Monday to Friday between 10:00 and 16:00 CET.

CCD Stadthalle Düsseldorf – Parking place P5 + Car park P4

From the car park P4 a shuttle bus service will leave every 15 minutes and take you directly to the Stadthalle.



Note:
You will receive vouchers for catering per each person at the admission.



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